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**JUDGE CEDARBAUM**

Counsel for Plaintiff BMG Music

IN THE UNITED STATES DISTRICT COURT  
 FOR THE SOUTHERN DISTRICT OF NEW YORK

JUN 27 2007

-----X  
 BMG MUSIC d/b/a J RECORDS,

Plaintiff,

v.

J7 RECORDS, INC.,

Defendant.  
 -----X

Case No. \_\_\_\_\_

**COMPLAINT**

Plaintiff BMG Music, d/b/a J Records ("J Records"), by its undersigned attorneys, Fross Zelnick Lehrman & Zissu, P.C., for its Complaint against defendant J7 Records, Inc., alleges as follows:

**NATURE OF THE ACTION**

1. J Records owns and operates the renowned J Records music label and has used its federally registered J and J RECORDS trademarks and J Records trade name (collectively the "J RECORDS Marks") in connection with the production, distribution and promotion of popular recordings of some of the most successful recording artists in the world.

2. Long after J Records' J RECORDS Marks achieved prominence in the industry and among consumers, defendant adopted and began using a nearly identical mark—J7 RECORDS—as the name of a music label competing directly with plaintiff's J Records label.

3. To protect its extensive monetary investment and the resultant goodwill it has established in its J RECORDS Marks, J Records brings this action for trademark infringement and unfair competition under Sections 32(1) and 43(a) of the Lanham Act, and related claims under New York State law. J Records seeks an injunction, an accounting of defendant's profits flowing from its use of the J7 RECORDS mark, damages, attorneys' fees and such other relief as the Court deems just and proper.

#### **THE PARTIES**

4. Plaintiff BMG Music d/b/a J Records is a general partnership organized and existing under the laws of New York with a principal place of business at 550 Madison Avenue, 15<sup>th</sup> Floor, New York, New York 10022. Plaintiff owns and operates several music labels, including J Records.

5. Upon information and belief, defendant J7 Records, Inc. ("J7 Records") is a corporation organized and existing under the laws of Louisiana with an office and place of business at 9947 East Groner Avenue, Baton Rouge, Louisiana 70809.

#### **JURISDICTION AND VENUE**

6. The Court has original jurisdiction over the subject matter of this action pursuant to Section 39 of the Lanham Act, 15 U.S.C. § 1121, and under Sections 1331 and 1338(a) and (b) of the Judicial Code, 28 U.S.C. §§ 1331, 1338(a) and (b). The Court has supplemental jurisdiction over plaintiff's state law claims under Section 1367(a) of the Judicial Code, 28 U.S.C. § 1367(a).

7. Upon information and belief, defendant regularly does and solicits business within the State of New York; has engaged in conduct in this judicial district, including the promotion, distribution and/or sale of musical sound recordings and audio-visual recordings

featuring music under the J7 RECORDS mark, causing injury within this district and within the State; has derived and/or intends to derive substantial revenues from such conduct within this district and State; and has and should have reasonably expected such conduct to have consequences within this district and within the State, including, but not limited to, the harm suffered by plaintiff complained of herein.

8. Venue in this judicial district is proper pursuant to Sections 1391(b) and (c) of the Judicial Code, 28 U.S.C. § 1391(b) and (c), in that a substantial part of the events giving rise to plaintiff's claims, including, but not limited to, defendant's promotion, distribution and sale of musical sound recordings and audio-visual recordings featuring music under the J7 RECORDS mark in violation of plaintiff's exclusive rights in the J RECORDS Marks, occurred in this district, and in that defendant is subject to personal jurisdiction in New York State and is therefore deemed to reside in New York State.

### **FACTS COMMON TO ALL CLAIMS FOR RELIEF**

#### **A. Plaintiff's Well-Known J RECORDS Marks**

9. J Records is a record label that is part of the SONY BMG MUSIC ENTERTAINMENT group, one of the four largest music companies in the world and a recognized global leader in the production, distribution and marketing of musical sound recordings and audio-visual recordings featuring music (e.g., music videos).

10. Plaintiff's J Records label was launched to great fanfare in 2000 under the aegis of legendary music executive and producer Clive Davis. In addition to his numerous Grammy Awards, Clive Davis received a star on the Hollywood Walk of Fame in 1997 and was inducted into the Rock and Roll Hall of Fame in 2000. Under Clive Davis's stewardship, J Records has become, and is today, one of the most recognized and successful companies in the music

industry. J Records artists have won numerous Grammy Awards, Billboard Music Awards, and MTV Video Music Awards, among other music industry accolades and honors.

11. J Records is distinguished by its roster of recording artists who broke new ground and set new musical standards, including such icons as Pearl Jam, Luther Vandross, Rod Stewart, and Annie Lennox. J Records artists span the gamut of music genres, including Rock, Rhythm and Blues, Hip-Hop, Rap, and Pop. J Records has also developed some of the industry's most successful R&B and Rap music recording artists, including Grammy Award-winners Alicia Keys, Monica and Rhymefest; American Idol-winners Fantasia and Ruben Studdard; and Oscar-winner Jamie Foxx. J Records' sales of its musical sound recordings and audio-visual recordings featuring music under the J RECORDS Marks exceed \$500 million dollars since the label's launch in 2000.

12. J Records' compact discs and other musical sound and audio-visual recordings, all of which bear the J RECORDS Marks, are offered through a wide variety of trade channels, including music stores, national retail chains, and mail order and Internet retail outlets. J RECORDS recordings also are offered over the Internet in the form of digital downloads and on digital subscription and/or streaming websites. Examples of plaintiff's use of its J RECORDS Marks on or in connection with its products are attached as **Exhibit 1**.

13. J Records spends over \$30 million dollars each year advertising and promoting its music-related goods and services under the J RECORDS Marks. Such promotional materials appear in mainstream newspapers and magazines, including *The Boston Globe*, *The Chicago Tribune*, *The New York Times*, *The Miami Herald*, *The Washington Post*, *People*, *Entertainment Weekly*, *US Weekly*, *Oprah*, *Vanity Fair*, *GQ*, *Glamour*, and *The New Yorker*; as well as in music publications, including *Rolling Stone*, *Spin*, *Vibe*, *The Source*, *Hits*, *R&R*, *Billboard*, *Billboard*

*Monitor*, and *Urban Network*. J Records also advertises on all major television networks and the top fifteen radio stations nationwide, as well as through extensive online advertising and outdoor advertising. J Records also receives extensive unsolicited media coverage in major publications, examples of which are attached as **Exhibit 2**.

14. J Records also promotes its J RECORDS branded goods and services on its [www.jrecords.com](http://www.jrecords.com) website. Visitors to the site can (i) listen to streamed music and view music videos by J RECORDS artists, (ii) learn where to purchase physical and/or digital copies of J RECORDS musical sound recordings and audio-visual recordings featuring music, and (iii) find out about the J Records label and artists.

15. The J RECORDS Marks are used to brand extensive merchandizing, including posters, table tents, postcards, flyers, stickers, light boxes, and CD samplers.

16. The J RECORDS Marks are arbitrary for musical recordings and are thus extremely strong marks entitled to a high level of protection. As a result of J Records' substantial investment of time, money and effort, the J RECORDS Marks have become exclusively associated with J Records, and the J RECORDS Marks have come to be recognized by and relied upon by the public as identifying J Records and its goods and services from others and others' goods and services. The J RECORDS Marks are a valuable asset of J Records.

17. J Records owns federal trademark registrations for its J RECORDS Marks for musical sound recordings, audiovisual recordings featuring music, and related goods and services, including United States Trademark Registration No. 2,667,811 and United States Trademark Registration No. 2,779,947. These registrations are valid, subsisting, in full force and effect, and constitute evidence of plaintiff's exclusive right to use the J RECORDS Marks in

connection with the goods or services identified therein. Copies of the registrations for the J RECORDS Marks are attached as **Exhibit 3**.

**B. Defendant's Infringing Activity**

18. Long after plaintiff obtained exclusive rights in its J RECORDS Marks, defendant began using J7 RECORDS as the name of its music label in an attempt to trade off of the fame of Clive Davis and his J Records label. Defendant's mark is confusingly similar to the J RECORDS Marks, differing in only the addition of the numeral "7."

19. Defendant is marketing exactly the same type of products as J Records, namely musical sound recordings and audiovisual recordings featuring music. Defendant's label includes artists from the same music genres as those of J Records, namely Rhythm and Blues, Hip-Hop, Rap, and Pop. Likewise, defendant is targeting the same consumers to whom J Records markets and sells its goods and services under its J RECORDS Marks.

20. Defendant has never been associated or affiliated with plaintiff in any way and plaintiff has never authorized, licensed or consented to defendant's conduct complained of herein.

21. Upon information and belief, defendant's J7 Records label digitally distributes musical sound recordings and audio-visual recordings for streaming and/or downloading on the Internet via websites such as [www.mp3.com](http://www.mp3.com), [www.youtube.com](http://www.youtube.com), [video.google.com](http://video.google.com), [www.ifilm.com](http://www.ifilm.com), among others, as does J Records. Upon information and belief, defendant has released a single entitled "Do You Like" recorded by "Lady Royale," which has been played on the radio in over 75 cities in the United States. Representative screen-captures of websites offering Lady Royale's single for downloading or streaming under the J7 RECORDS mark are attached as **Exhibit 4**.

22. Defendant also is distributing promotional materials that prominently display the J7 RECORDS mark, and features that mark on its website at [www.j7records.com](http://www.j7records.com), which is accessible to consumers throughout the United States, including in New York State. A printout of the home page of defendant's [www.j7records.com](http://www.j7records.com) website is attached as **Exhibit 5**.

**C. Defendant's Refusal to Stop Using the J7 RECORDS Mark**

23. J Records first learned of defendant's infringing use of the J7 RECORDS mark when it received notice from its trademark watch service that defendant had filed U.S. Trademark Application Serial Number 77/093,107 on January 29, 2007 seeking to register the mark J7 RECORDS for "[m]usical sound recordings," "[m]usical video recordings" and other related goods. Shortly thereafter, to protect the J RECORDS Marks and the goodwill they represent, and to prevent confusion among consumers as to the origin or affiliation of defendant's products and services, J Records' counsel requested that defendant stop using the J7 RECORDS mark and name.

24. Defendant not only refused to stop using the confusingly similar J7 RECORDS mark, but also advised that it soon will release and distribute nationally, under the J7 RECORDS mark, a full-length album by Lady Royale entitled *Trax World: Vol. I*.

25. Defendant's use of a mark that so closely resembles plaintiff's J RECORDS Marks unfairly and unlawfully wrests from J Records' control over its reputation and is unjustly enriching defendant.

26. Defendant's unauthorized acts as described herein have caused and will continue to cause irreparable damage to J Records' business and goodwill unless restrained by this Court.

27. J Records has no adequate remedy at law.

FIRST CLAIM FOR RELIEF  
TRADEMARK INFRINGEMENT (15 U.S.C. § 1114(1))

28. J Records repeats and realleges the allegations set forth in paragraphs 1 through 27 above as if fully set forth herein.

29. Defendant's J7 RECORDS mark, when used in connection with musical sound recordings, audio-visual recordings featuring music, and related goods and services, is such a close variation of J Records' federally registered J RECORDS Marks as to be considered identical or a colorable simulation.

30. Defendant's unauthorized use of the J7 RECORDS mark is likely to cause confusion, cause mistake, or deceive consumers as to the source, sponsorship or approval of defendant's goods and services and, specifically, to cause consumers to believe that defendant's goods and services are sponsored by, affiliated with, approved by or otherwise connected with J Records.

31. Upon information and belief, defendant chose to use the J7 RECORDS mark with constructive and/or actual knowledge of J Records' prior use of and rights in the J RECORDS Marks in connection with musical sound recordings, audio-visual recordings featuring music, and related goods and services. Upon information and belief, defendant used its infringing mark in commerce with the intent to cause confusion, to cause mistake, or to deceive.

32. Defendant's acts constitute infringement of J Records' federally registered J RECORDS Marks, as set forth in the J RECORDS Registrations, in violation of Section 32(1) of the Lanham Act, 15 U.S.C. § 1114(1).

33. Defendant's conduct has caused and is causing immediate and irreparable injury to J Records.



SECOND CLAIM FOR RELIEF  
FEDERAL UNFAIR COMPETITION (15 U.S.C. § 1125(a))

34. J Records repeats and realleges the allegations set forth in paragraphs 1 through 33 above as if fully set forth herein.

35. Defendant's use of the J7 RECORDS mark and its conduct complained of herein constitutes a false designation of origin and a false representation as to the origin of defendant's goods and services, is likely to cause confusion, mistake, or deception as to the source of defendant's goods and services, and is likely to create the false impression that the defendant's goods and services are authorized, sponsored, endorsed, licensed by, or affiliated with J Records.

36. Upon information and belief, defendant chose to use the J7 RECORDS mark with constructive and/or actual knowledge of J Records' prior use of and rights in the J RECORDS Marks in connection with musical sound recordings, audio-visual recordings featuring music, and related goods and services. Upon information and belief, defendant used its infringing mark in commerce with the intent to cause confusion, to cause mistake, or to deceive.

37. Defendant's actions constitute unfair competition in violation of Section 43(a) of the Lanham Act, 15 U.S.C. § 1125(a).

38. Defendant's conduct has caused and is causing immediate and irreparable injury to J Records.

THIRD CLAIM FOR RELIEF  
UNFAIR COMPETITION UNDER NEW YORK COMMON LAW

39. J Records repeats and realleges the allegations set forth in paragraphs 1 through 38 above as if fully set forth herein.

40. Defendant's conduct complained of herein is likely to confuse the public as to the origin, source or sponsorship of defendant's goods and services, or to cause mistake or to

deceive the public into believing that defendant's goods and services are authorized, sponsored, endorsed, licensed by, or affiliated with J Records, in violation of J Records' rights in the J RECORDS Marks under New York State common law.

41. Upon information and belief, defendant chose to use the J7 RECORDS mark with constructive and/or actual knowledge of J Records' prior use of and rights in the J RECORDS Marks in connection with musical sound recordings, audio-visual recordings featuring music, and related goods and services. By adopting and using a colorable imitation of the valuable and distinctive J RECORDS Marks, defendant has been unjustly enriched and J Records has been damaged.

FOURTH CLAIM FOR RELIEF  
VIOLATION OF THE NEW YORK DECEPTIVE  
AND UNFAIR TRADE PRACTICES ACT  
(N.Y. General Business Law § 349)

42. J Records repeats and realleges the allegations set forth in paragraphs 1 through 41 above as if fully set forth herein.

43. Defendant's use of the J7 RECORDS mark has the capacity to deceive and is deceiving the public as to the source of sponsorship of defendant's goods and services. As a result, the public will be damaged.

44. Defendant's conduct is willful and in knowing disregard of J Records' rights.

45. Defendant has been and is engaged in deceptive acts or practices in the conduct of a business, trade or commerce in violation of Section 349 of the New York General Business Law.

46. Defendant's conduct has caused and is causing immediate and irreparable injury to J Records.

FIFTH CLAIM FOR RELIEF  
TRADEMARK DILUTION UNDER NEW YORK STATE LAW  
(N.Y. General Business Law § 360-1)

47. J Records repeats and realleges the allegations set forth in paragraphs 1 through 46 above as if fully set forth herein.

48. Plaintiff's J RECORDS Marks are distinctive and acquired their distinctiveness in connection with musical sound recordings, audio-visual recordings featuring music, and related goods and services before defendant's first use of defendant's infringing J7 RECORDS mark.

49. Defendant's unauthorized use of the J7 RECORDS mark, which is a colorable imitation of plaintiff's J RECORDS Marks, is diluting and is likely to continue diluting such marks by blurring the distinctiveness thereof, and is likely to injure J Records' business reputation, in that the reputation of plaintiff has been removed from its power and control and that deficiencies in or complaints about defendant's goods and services will redound to the harm of J Records, all in violation of Section 360-1 of the General Business Law of the State of New York.

50. Defendant's unauthorized acts as described herein have caused and will continue to cause irreparable damage to J Records' business and goodwill unless enjoined by this Court.

WHEREFORE, plaintiff J Records, respectfully demands judgment as follows:

(1) That an injunction be issued enjoining defendant, its officers, agents, directors, shareholders, principals, licensees, distributors, attorneys, servants, employees, affiliates, subsidiaries and assigns, and all those persons in concert or participation with any of them from:

(a) using the J7 RECORDS mark, or any mark that includes J RECORDS Marks in whole or in part, or a phonetic equivalent or misspelling thereof, or any other simulation, reproduction, copy, colorable imitation or confusingly similar

variation of the J RECORDS Marks, on or in connection with the advertising, promotion, manufacture, production, importation, distribution, displaying, sale or offering for sale of musical sound recordings, audio-visual recordings featuring music, or any related goods and services, in any media or format;

(b) conducting any activities in the United States that relate to, refer to or concern the advertising, promotion, manufacture, production, importation, distribution, displaying, sale or offering for sale of musical sound recordings, audio-visual recordings featuring music, or any related goods and services, in any media or format, under the J7 RECORDS mark or any mark that includes J7, J7 RECORDS or J RECORDS in whole or in part, or is a phonetic equivalent or misspelling thereof, or that is a simulation, reproduction, copy, colorable imitation or confusingly similar variation of any of the J RECORDS Marks;

(c) using any false designation of origin or false description (including, without limitation, any letters or symbols), or performing any act, which can, or is likely to, lead members of the trade or public to believe that any goods manufactured, imported, advertised, promoted, distributed, displayed, produced, sold or offered for sale by defendant, or any services advertised, promoted, sold or offered for sale by defendant, are in any manner associated or connected with plaintiff, or are authorized, licensed, sponsored or otherwise approved by plaintiff;

(d) engaging in any other activity constituting unfair competition with plaintiff, or constituting an infringement of the J RECORDS Marks;

- (e) applying to register or registering in the United States Patent and Trademark Office or in any state trademark registry any mark consisting in whole or in part of the terms J7, J7 RECORDS or J RECORDS or consisting in whole or in part of any simulation, reproduction, copy or colorable imitation of the J RECORDS Marks, for musical sound recordings, audio-visual recordings featuring music, or any goods or services related to the foregoing;
- (f) diluting or tarnishing plaintiff's J RECORDS Marks;
- (g) incorporating under, doing business under or seeking to trade under any business name that includes the terms J7, J7 RECORDS or J RECORDS in the United States;
- (h) using any domain name, or metatag that includes in whole or in part the terms J7, J7 RECORDS or J RECORDS or any formative thereof, including, without limitation, the domain name www.j7records.com, in connection with a web site that advertises, promotes, markets, displays, sells or offers for sale or otherwise refers to musical sound recordings, audio-visual recordings featuring music, or any goods or services related to the foregoing;
- (i) owning, renting, purchasing or otherwise obtaining rights to any internet search term that includes in whole or in part the terms J7, J7 RECORDS or J RECORDS or any formative thereof for purposes of directing internet traffic to any web site that advertises, promotes, displays or otherwise refers to musical sound recordings, audio-visual recordings featuring music, or any goods or services related to the foregoing;

(j) assisting, aiding or abetting any other person or business entity in engaging in or performing any of the activities referred to in subparagraphs (a) through (j) above;

(2) Directing defendant to deliver up to plaintiff's attorneys an accounting of all profits earned on goods and/or services bearing the infringing J7 RECORDS mark;

(3) Directing defendant to deliver up to plaintiff's attorneys for destruction all goods, labels, tags, signs, stationery, prints, packages, promotional and marketing materials, advertisements and other materials (a) currently in its possession or under defendant's control, or (b) recalled by defendant pursuant to any order of the Court or otherwise, incorporating, featuring or bearing the J7 or J7 RECORDS marks or any other simulation, reproduction, copy or colorable imitation of the J RECORDS Marks in connection with musical sound recordings, audio-visual recordings featuring music, or any goods or services related to the foregoing;

(4) Directing that defendant file all documents necessary with the United States Patent and Trademark Office to abandon with prejudice defendant's U.S. Trademark Application Serial Number 77/093,107 to register the mark J7 RECORDS for "Audio recordings featuring music; Downloadable MP3 files, MP3 recordings, online discussion boards, web casts, pod casts featuring music, audio books and news broadcasts; Downloadable musical sound recordings; Downloadable ring tones, graphics and music via a global computer network and wireless devices; Downloadable video recordings featuring music and performances; Musical sound recordings; Musical video recordings; Sound recordings featuring music; Video recordings featuring music and performances; Visual recordings and audio visual recordings featuring music and animation," or, in the alternative, ordering pursuant to 15 U.S.C. § 1119 that the PTO refuse registration of the mark identified in Defendant's Application;

(5) Directing such other relief as the Court may deem appropriate to prevent the public from deriving the erroneous impression that any product manufactured, imported, advertised, promoted, distributed, displayed, produced, sold or offered for sale, or any service advertised, promoted, sold or offered for sale by defendant is in any manner authorized by plaintiff or related in any way to plaintiff;

(6) Directing defendant to file with the Court and serve upon plaintiff's counsel within thirty (30) days after entry of judgment a report in writing under oath, setting forth in detail the manner and form in which it has complied with the above;

(7) Awarding plaintiff such damages it has sustained or will sustain by reason of defendant's acts of trademark infringement and unfair competition and that such sums be trebled pursuant to 15 U.S.C. § 1117;

(8) Awarding plaintiff all gains, profits, property and advantages derived by defendant from defendant's unlawful conduct;

(9) Awarding to plaintiff exemplary and punitive damages to deter any further willful infringement as the Court finds appropriate;

(10) Awarding to plaintiff its costs and disbursements incurred in this action, including reasonable attorneys' fees pursuant to 15 U.S.C. §1117(a);

(11) Awarding to plaintiff interest, including pre-judgment interest on the foregoing sums; and

(12) Awarding to plaintiff such other and further relief as the Court may deem just and proper.

Dated: New York, New York  
June 26, 2007

Respectfully submitted,

FROSS ZELNICK LEHRMAN &  
ZISSU, P.C.

By: 

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New York, New York 10017  
(212) 813-5900

Attorneys for Plaintiff



# EXHIBIT 1

# ROD STEWART

Still The Same...  
Great Rock Classics  
of Our Time



1. HAVE YOU EVER SEEN THE RAIN
2. FOOLED AROUND AND FELL IN LOVE
3. I'LL STAND BY YOU
4. STILL THE SAME
5. IT'S A HEARTACHE
6. DAY AFTER DAY
7. MISSING YOU
8. FATHER & SON
9. THE BEST OF MY LOVE
10. IF NOT FOR YOU
11. LOVE HURTS
12. EVERYTHING I OWN
13. CRAZY LOVE

ALBUM PRODUCED BY JOHN SHANKS  
ALBUM CO-PRODUCED BY CLIVE DAVIS  
A&R: Stephen Ferrara  
Mixed by Serban Ghenea



Management by Arnold Stiefel,  
Stiefel Entertainment



8 2876-8264 1-2 6



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1. Shine\*
2. Got You Home\*
3. Never Too Much
4. Take You Out
5. Superstar / Until You Come Back To Me (That's What I'm Gonna Do)
6. Here And Now
7. Dance With My Father
8. A House Is Not A Home
9. Give Me The Reason
10. I'd Rather
11. Any Love
12. Power Of Love / Love Power
13. Think About You
14. Wait For Love
15. Your Secret Love
16. The Closer I Get To You (Duet with Beyoncé)
17. Buy Me A Rose
18. Endless Love (Duet with Mariah Carey)

\* previously unreleased

*previously unreleased!*



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8 2796-97700-2 3





# **ALICIA KEYS**

songs in A minor

- 1 Piano & I • 2 Girlfriend
- 3 How Come You Don't Call Me
- 4 Fallin' • 5 Troubles • 6 Rock Wit U
- 7 A Woman's Worth • 8 Jane Doe
- 9 Goodbye • 10 The Life • 11 Mr. Man
- (duet with Jimmy Cozier) • 12 Never Felt This Way (Interlude) • 13 Butterflyz • 14 Why Do I Feel So Sad • 15 Caged Bird

**Executive Producers:** Clive Davis, Peter Edge, Jeff Robinson and Alicia Keys for MBK Entertainment  
**Management:** Jeff Robinson for MBK Entertainment  
 In association with Joseph Conrad Robinson, Ernest Wang and John Gore  
 Mastered by Herb Powers, Jr. at The Hit Factory, NYC for P.M. Entertainment

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www.alicakeys.net  
 www.jrecords.com



# **ALICIA KEYS**

songs in A minor



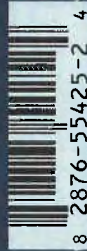


**EXECUTIVE PRODUCERS:**  
CLIVE DAVIS, WYCLEF JEAN  
& JERRY "Wonder" DUPLESSIS

**CO-EXECUTIVE PRODUCERS:**  
Jessica Harley, Sam Jean, Renel Duplessis  
& Sadeck Jean  
**A&R:** Lorry Jackson, Suzette Williams  
& Trevor Jerideau

**MASTERED BY:**  
Joe Yannece at The Hit Factory, NYC  
**MANAGEMENT:**  
DAS Communications Ltd.

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8 2876-55425-2 4



- 1 INTRO** 2 **INDUSTRY** 3 **PARTY TO DAMASCUS** [feat. Missy Elliott] 4 **CELEBRATE** [feat. Patti LaBelle & Cassidy]  
5 **BABY DADDY** [feat. Redman] 6 **THREE NIGHTS IN RIO** [feat. Carlos Santana]  
7 **CLASS REUNION** [feat. Monica] 8 **BABY** 9 **I AM YOUR DOCTOR** [feat. Wayne Wonder & Elephant Man]  
10 **LINDA** [feat. Carl Restivo] 11 **TAKE ME AS I AM** [feat. Sharissa] 12 **GRATEFUL** 13 **NEXT GENERATION**  
[feat. Scarface & Rah Digga] 14 **REBEL MUSIC** [feat. Prodigy of Mobb Deep] 15 **WHO GAVE THE ORDER**  
[feat. Buju Banton] 16 **PARTY BY THE SEA** [feat. Buju Banton & T-Vice] 17 **Bonus Track:**  
**PARTY TO DAMASCUS REMIX** [feat. Missy Elliott] [www.wyclef.com](http://www.wyclef.com) [www.jrecords.com](http://www.jrecords.com)

# EXHIBIT 2

The New York Times

May 19, 2006 Friday  
Late Edition - Final

## Emo Confessions, Delivered With Snappy Showmanship

**BYLINE:** By JON PARELES

**SECTION:** Section E; PT1; Column 3; Movies, Performing Arts/Weekend Desk; POP REVIEW; Pg. 2

**LENGTH:** 483 words

Max Bemis, the songwriter and singer for Say Anything, is one mixed-up guy. He's loving and cynical, ambitious and suicidal, sincere and sardonic, proud and disgusted with himself. He's suspicious of everyone's motives, especially his own. The first words he sang when Say Anything played the Bowery Ballroom on Wednesday were, "Here I am, laid bare, at the end of my rope." Like most songs in the set, it drew a big singalong.

Mr. Bemis is one more self-conscious, self-lacerating narrator from the realm of emo, the style for sensitive guys who love the surge of punk rock. The band started in Los Angeles, though Mr. Bemis announced that it had moved to New York, and it unabashedly echoes Dashboard Confessional (with whom Say Anything is touring this summer), Saves the Day, the Offspring and Faith No More.

Say Anything makes a turbulent mix of its obvious influences. The songs don't just blare away; they're full of ups and downs, tempo shifts and second-guessing. They drop down to a lone guitar (for sincere mode) and build up to punk-pop choruses. One song -- built around the refrain "The futile, the futile, it outweighs the beautiful" -- waltzed like a sea chantey. The band musters up to three guitars at once for its riffs and power chords, but now and then the music also goes into a swinging beat and expository approach that's closer to Broadway than to the Ramones. If the songs are confessions, they're also snappy set pieces; Mr. Bemis twirled his microphone on its cord and caught it precisely on a song's last beat.

Mr. Bemis is a hard-working showman, but he also has something in common with his narrator. One reason the songs were so familiar to fans was that Say Anything's sole album, "Is a Real Boy," was released in 2004 on the independent label Doghouse. It was enough of a grass-roots success to draw the attention of a major label, **J Records**, which contracted to reissue it with some added songs in 2005. That release was delayed until February because just as Say Anything was about to go on tour, Mr. Bemis disappeared, only to turn up in a mental institution in Houston. He had stopped taking his medications for bipolar disorder and had had a dangerous manic episode, he said in a statement posted on the band's Web site.

He added that he was giving up marijuana and alcohol: "Some people have their period of experimentation, but I have to draw the line and end it finally with commitment."

All the songs in Wednesday's set were from the album: testimonials to desperation, trauma and embattled integrity, with some detours into punk irony. In "Alive With the Glory of Love" Mr. Bemis imagined himself falling in love while living in a Jewish ghetto under Nazi occupation; in "Little Girls" he presented himself as a psycho killer. How his new stability will affect his songs is an open question. For now, he seethes and snickers like a pro.



Los Angeles Times

February 9, 2006 Thursday  
Home Edition

**{THE GRAMMYS};**  
Stars front and center for behind-the-scenes legend;  
Music heavyweights pack the annual pre-Grammys  
party thrown by the 'record man's record man,'  
Clive Davis.

**BYLINE:** Chris Lee, Special to The Times

**SECTION:** CALENDAR; Calendar Desk; Part H; Pg. 4

**LENGTH:** 419 words

If a man is judged by the company he keeps, let us pause for a moment to consider Clive Davis' Rolodex. The guests at his 30th annual pre-Grammy party Tuesday at the Beverly Hilton Hotel, a clubby clique of his pals to hear him tell it, suggested Davis might be the most connected man in show business.

His event drew a breathtaking number -- and array -- of boldfaced music names, record-label suits, actors, athletes and media honchos. Guests included Quincy Jones, "American Idol" runner-up Bo Bice, Ashlee Simpson, Foo Fighter Dave Grohl, Jay-Z, the Dixie Chicks, chef to the stars Wolfgang Puck, former heavyweight champ Evander Holyfield and TV late-night host Jimmy Kimmel (just to name a few). As they came off the hotel's red carpet, Davis gave well-wishers, male and female alike, hearty kisses on both cheeks.

The celebrity bottleneck became intense. Who's that guy with the spiky hair being hustled backstage by a team of linebacker-sized bodyguards? Barry Manilow, of course.

And whose raspy falsetto do you hear trailing toward the men's room? Aerosmith's Steven Tyler, naturally.

And look at that mane of auburn hair. It's Beyonce!

Introducing Davis, the visionary Columbia, Arista and **J Records** exec and Rock and Roll Hall of Fame inductee, Island Def Jam Chairman Antonio "L.A." Reid articulated what had drawn them all there.

"Clive Davis is a song's best friend," said Reid, one of many who got his big break in the industry from Davis. "This is a record man's record man. His career never seems to stop."

Then Rod Stewart launched the musical part of the party. He was followed by short sets from Kelly Clarkson and R&B singers Chris Brown and Heather Headley. Carlos Santana and Rob Thomas ran through their Davis-engineered hit "Smooth." And

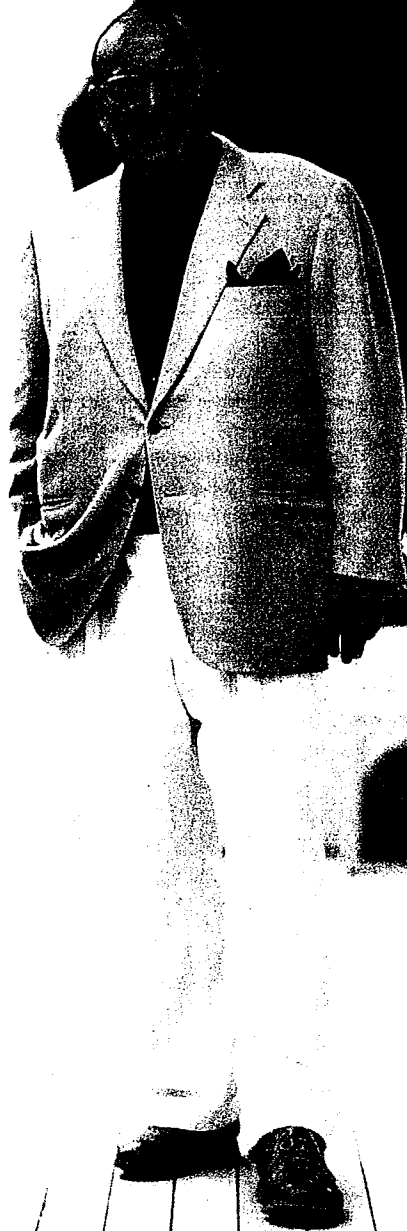
Manilow performed "Unchained Melody" from his new Davis co-produced album, "The Greatest Songs of the Fifties."

Jamie Foxx, whose **J Records** album "Unpredictable" hit No. 1, took the stage for a freewheeling set that included an impromptu duet with "American Idol" alumna Fantasia Barino, an onstage reunion of '90s R&B group Jodeci and a performance of "Gold Digger," for which Kanye West joined Foxx.

The night's scheduled headliner, Mary J. Blige, never showed -- Davis said her Grammy show rehearsal had run long -- and a tribute to Luther Vandross was handed off to Barino, but not before Davis entreated his guests, "Any great singers in the audience, please come up! Natalie Cole? Alicia? Diana Ross?"

But by then, it was 1 a.m. and the limo line was forming.

AT HOME WITH GOTHAM



TAKING A STAND:  
Clive Davis at his country  
estate in Pound Ridge,  
New York.

# THE RISE

From his Pound Ridge estate and Upper East Side aerie, music mogul **CLIVE DAVIS**—the man who nurtured such musical giants as **JANIS JOPLIN**, **ARETHA FRANKLIN**, and Grammy-sweeping **ALICIA KEYS**—looks out on a world forever altered by his talent-seeking radar. (And the views from within aren't so bad either.)

BY JOSEPH GALLIVAN  
AND JOHN LOECKE

PHOTOGRAPHS BY  
MICHAEL MUNDY

**W**E'RE SITTING IN THE GUEST-HOUSE LIVING ROOM OF CLIVE DAVIS'S LUXURIOUS, POUND RIDGE ESTATE. BUILT FOUR YEARS AGO ON A CLEARING BEHIND THE MAIN HOUSE, THIS VAST GLASS-AND-WOOD, FOUR-BEDROOM PALACE HAS EVERYTHING A VISITING MOVIE MOGUL OR RECORD EXECUTIVE MIGHT NEED TO GET THROUGH THE WEEKEND—AND THEN SOME. "CLIVE WANTED THIS PLACE TO BE, IN HIS WORDS, A 'wow!'," says New York designer VICENTE WOLF, who worked with ARCHITECT MARK RIOS ON THE PROJECT. AND WHAT A WOW IT IS: THE LIVING ROOM'S SOARING TWENTY-TWO-FOOT-HIGH-CEILING IS LACQUERED TO CAPTURE THE REFLECTION OF THE FOREST JUST OUTSIDE THE IMPOSING FLOOR-TO-CEILING WINDOWS, THE GOURMET KITCHEN IS OUTFITTED WITH THE LATEST PROFESSIONAL COOKING APPLIANCES, AND THE SCREENING ROOM SEATS THIRTY. "MOST PEOPLE WOULD BUILD SOMETHING LIKE THIS FOR THEMSELVES, NOT THEIR GUESTS," SAYS WOLF. "THIS IS, IN SOME WAYS, A TESTAMENT OF CLIVE'S GENEROSITY TOWARD OTHERS."

As we settle in to the over-stuffed chenille sofa, Davis comes bounding through the massive front door. He's ready for his close-up.

Actually, he's always ready for his close-up.

Unless you've been living under a rock these last few decades, you know that Clive Davis—he of Columbia Records, then Arista Records, now J Records—went through a spell of nastiness two years back. In May 2000 he got the heave-ho from Arista by the German corporate parent, Bertelsmann. He'd founded the label, tended it for twenty-five years, made it a huge success, but in the end lost control.

They said he was too old and that sales were down. It was all Santana, he wasn't breaking enough new acts. He had to go.

# AND RISE OF CLIVE DAVIS

## DAVIS FIRST MADE HIS



CLOCKWISE FROM ABOVE:  
Davis's lush, flower-  
filled Park Avenue  
living room; with  
superstar Alicia Keys  
at the Grammys;  
another view of the liv-  
ing room with its  
immense Botero (LEFT),  
Louise Nevelson (RIGHT),  
and the grand piano.



photograph by Mirek Towski/DWI (KEYS/DAVIS)

## NAME IN ROCK MUSIC, SIGNING JANIS JOPLIN, CHICAGO, PINK FLOYD, AND THE KINKS.

Davis said "No."

In current business terminology, someone moved Davis's cheese and he wouldn't admit it.

After an entertaining battle fought out largely in the press, both sides emerged claiming victory and a 50 percent stake in a new label called J Records. It was to be headed by Davis, named for him (Clive Jay Davis), and stocked with his favorite Arista executives.

Two years later, Davis has landed on his feet all right—but it means the world to him to show everyone he hit the ground running.

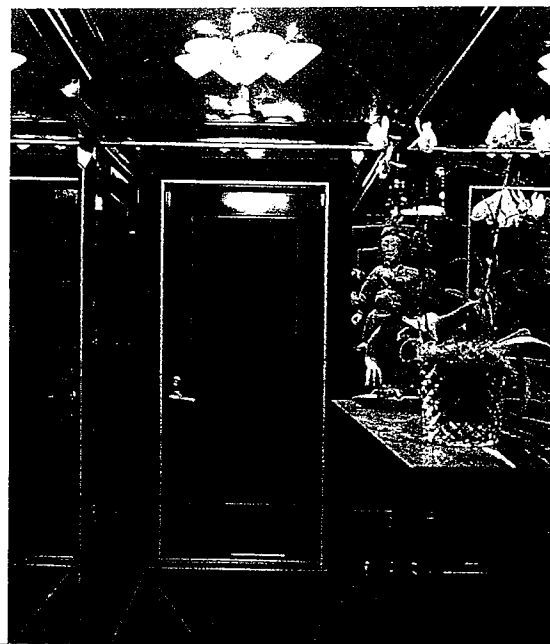
The conversation quickly turns to the up-and-coming musical acts in Davis's stable: Soil, a rock band from Chicago that will be targeted at college kids and the live circuit. Angie Stone—she's the one who sang the sultry R&B ballad "No More Rain," and sang it well. Erick Sermon, a storied but stalled hip-hop artist, has signed on for a bit of the old Clive magic, as has recent defector from the Electra label Busta Rhymes. Producers Wyclef Jean and Swizz Beats's fingerprints will be all over the records, just as LaFace's were all over Arista's. And, of course, the now fabled Alicia Keys who recently garnered five Grammys (including best new artist and best R&B album for her debut, *Songs in A Minor*).

They'll all get the Davis treatment, in some way. Perhaps not in the Alicia Keys way, which involved leading her around the world to play showcases for the industry and record press, a spot on the *Tonight Show* and at his famous pre-Grammy party, and even having her play the baby grand in his sumptuous living room. He brought her along to play when he testified before Congress, and he wrote personally to Oprah and got her promoted like a writer. It worked—she came in at number one and went triple platinum, and the company lurched forward to its target of being "cash-flow positive" by the end of the first year.

What is it with Davis?

Part of his magic is that he long ago crossed racial barriers in search of talent. Davis first made his name in rock music, signing Janis Joplin, Chicago, Pink Floyd, and the Kinks. But around the same time he was working with the original superfly himself, Sly Stone.

PARK AVENUE  
PRINCE: The  
vestibule to the  
Manhattan apart-  
ment (RIGHT) and  
the dining room  
(BELOW).







The driveway leading to  
Davis's verdant estate in  
Pound Ridge.

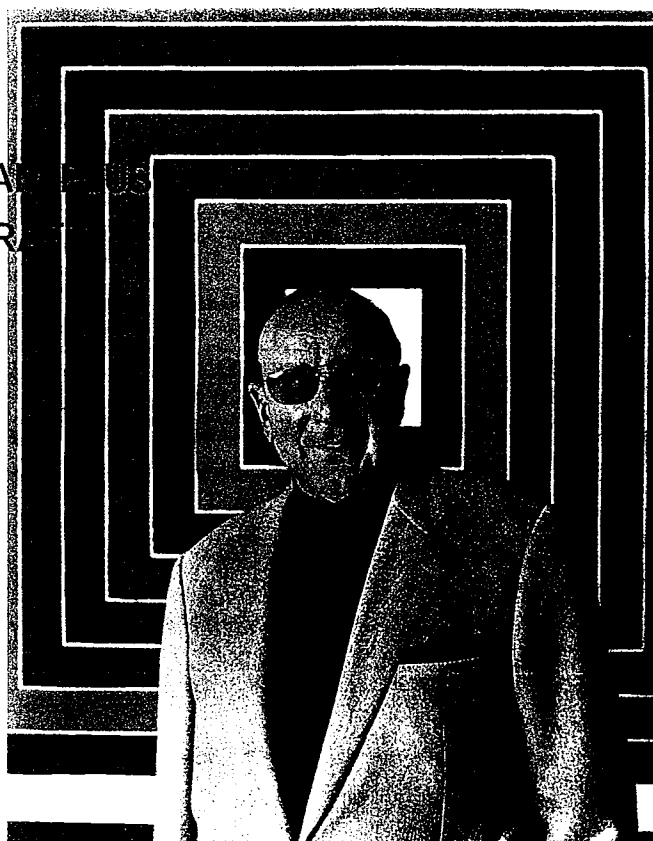
**"...THEY GAVE ME \$150 MILLION PLUS MY SENIOR MANAGEMENT TEAM PLUS ARTISTS PLUS FIVE NUMBER-ONE DRAFT CHOICES, WHICH HAVE TURNED OUT TO BE MY LEADING ARTISTS, ALICIA KEYS..."**

The Brooklyn-born Davis who worked so hard on the careers of Aretha Franklin and Whitney Houston had no qualms about embracing hip-hop, and getting Arista to stump up advances—first a \$6 million advance for Sean “Puffy” Combs’s Bad Boy Records in 1994, then a couple of years later a \$55 million advance. In an industry where black music is rigidly pigeonholed into R&B, soul, reggae, and hip-hop, Davis has a knack for letting artists express themselves while keeping control of them.

“He’s devoted to the record industry,” hip-hop godfather Russell Simmons explains. “For him it’s music first, not the business. Clive is brilliant at pushing trends and being open minded. He doesn’t figure out how it fits, he figures out how it feels.”

As for J Records: “I know J will make it. Clive’s a very driven person, he loves music, and he has the competitive spirit.”

Clive recites the good news like a poem. He says J Records is the biggest start-



up record label in history, with \$150 million to spend, compared to Dreamworks Records and Interscope’s \$40 million each.

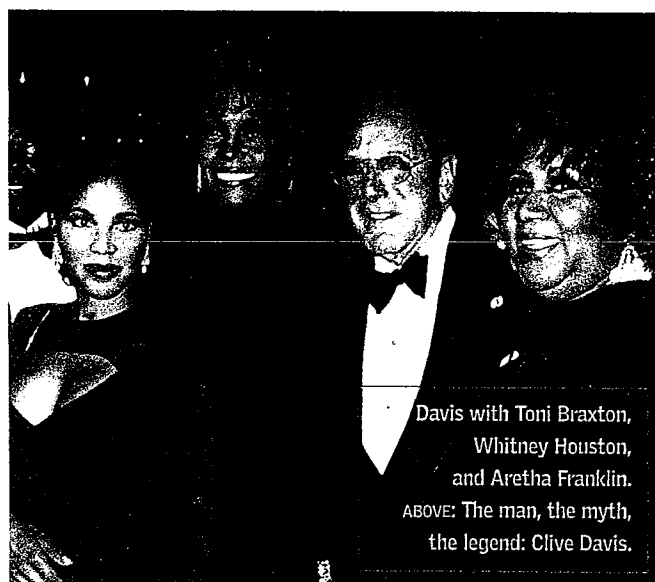
“I started Arista with \$10 million, but with J I’m getting five platinum artists and five others who have not been out yet, plus 80–90 percent of my management team from Arista, so it’s not just me saying it’s an instant major.”

“With artists such as Alicia Keys and Jimmy Cozier,” Davis offers, “and the same team, they gave me an unprecedented deal. I laugh at reports that they [Bertelsmann] forced me out. This company could not have given me a better deal.”

“When you want to force out the head of a motion-picture studio you might give them a million-dollar production deal, but they gave me \$150 million plus my senior management team plus five platinum artists plus five number-one draft choices, which have turned out to be my leading artists, Alicia Keys ...” And so on.

Clive Davis now has more money, power, and celebrity wattage than most of the acts he has worked with. Why should he give it up?

IGI



Davis with Toni Braxton, Whitney Houston, and Aretha Franklin.

ABOVE: The man, the myth, the legend: Clive Davis.



# VARIETY

OCTOBER 30 - NOVEMBER 5, 2000

## Clive eyes J Records as an 'instant major'

By JUSTIN OPPELAAR

**N**EW YORK When legendary music executive Clive Davis gave up his post at the helm of Arista Records after 25 years in May, there was already little doubt among industry insiders that his next, and possibly grandest, project was already in the works.

It didn't take long for their suspicions to be confirmed: In August, Davis announced the birth of J Records, a label with equity ownership split evenly between Davis and BMG Entertainment, the corporate parent of Arista.

J, taken from the middle initial of its founder, was conceived from the start as an "instant major," in Davis' words, rather than just another indie startup.

"I certainly don't feel as though I'm starting from scratch again," Davis says. "This is the largest music company ever launched — in New York or anywhere — and it already has the momentum of a major label."

### Deep pockets

From a financial standpoint, J certainly has a look of an out-of-the-box industry behemoth: BMG helmer Strauss Zelnick is reported to have laid out funds in the neighborhood of \$150 million to finance the new label, making it by far the best-financed music startup in history.

The eye-popping number of zeroes on BMG's check — indeed, the fact that the major label and its German parent Bertelsmann were involved at all — came as a bit of a surprise to many industry watchers, since Davis' departure

from Arista was not said to be entirely amicable.

Davis left the label after 25 years after the expiration of his latest contract with BMG, but the departure was reportedly fueled in part by disagreements about Davis' succession at Arista. The major eventually elected to replace him with LaFace Records founder and veteran R&B producer Antonio "L.A." Reid.

However, Davis maintains that his primary motivation was the opportunity to have a personal stake in the label he was running — an opportunity offered to him at J Records.

"An essential ingredient for me for anything in the future was a major equity interest," he maintains. "That has been a crucial part of what has been developing here."

But then, Davis is not generally regarded as a man who has trouble landing on his feet.

A 40-year veteran of the recording industry, Davis worked his way up from the legal department at CBS Records' Black Rock headquarters in Gotham in the 1960s to become president of the label, then the biggest imprint in the world. But in 1973, he was famously ousted amid allegations of impropriety with CBS funds.

It didn't take long for Davis to bounce back. He set to work writing the history, as he saw it, of his already storied career in a memoir. By 1975, however, he had decided that he wanted back into the game, founding a new indie called Arista Records.

There, Davis shepherded (some would say almost single-handedly manufactured) the career of young gospel singer-turned-superstar Whitney Houston, oversaw the spectacular comeback of veteran guitarist Santana, and inked several joint recording ventures, including one with L.A. Reid's LaFace, and another with hip-hop impresario Sean "Puffy" Combs' Bad Boy Records.

The fact that Davis has remained in New York for his entire career is no coincidence. Born in Brooklyn at the onset of the Depression, the NYU law graduate says he's always felt most comfortable working in Gotham.

"For me, it's my home to begin with, but it's also important for its proximity to music in cities all over the East Coast," he says.

### NY as finishing school

Davis says he's happy to root out new talent from all over the country, but bringing them to New York always helps them to expand their influences and develop creatively.

"To me, New York is exciting at every level," he asserts. "With the array of cultures that you can find here, on every corner, it's great exposure for the artists and even the executives" that scout for new sounds and acts to sign to the label.

So far, J's roster includes rapper Q-Tip of the Queens-based group A Tribe Called Quest; the recently signed R&B legend Luther Vandross; and several newer pop acts, including teen groups LFO and O-Town.

Davis also has signed what appears to be another prescient partnership with Haitian hip-hop producer and Fugee Wyclef Jean to start Cie Records.

With several stars on board and Davis' experience as a foundation, J appears to be off to a strong start. And while some might think a 67-year-old exec isn't the most likely diviner of new trends for popular music, Davis has made a career of being nimbler than expected.

"At Arista, we changed the business plan almost every three years," he recalls. "If there's one thing I've learned, it's that there's not any one course in life."

# The New York Times

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NEW YORK, MONDAY, FEBRUARY 18, 2002

\$1 beyond the greater New York metropol

## Business Day

The New York Times

### Music Promoter Stages Encore Amid Problems For Big Labels

By LAURA M. HOLSON

LOS ANGELES, Feb. 17 — When the music impresario Clive Davis introduced Alicia Keys at his annual pre-Grammy soiree last year, the celebrity crowd at the Beverly Hills Hotel saw it as a coming out for Ms. Keys, a singer and songwriter. At Mr. Davis's pre-Grammy gala there next week, the coming-out party is more likely to be his own.

Nearly two years ago, the German media company Bertelsmann forced Mr. Davis out of the top post at Arista Records, the recording company he founded 25 years ago that promoted stars like the pop diva Whitney Houston. But now Mr. Davis is performing an encore. The 68-year-old music executive's label, **J Records**, is finding success with a diverse roster that includes the hip-hop and classically influenced 21-year-old Ms. Keys, to the longtime soul artist Luther Vandross.

Of course, it did not hurt that the same group that ousted him, BMG, the music division of Bertelsmann that also owns Arista and RCA Records, financed Mr.



The New York Times

The music executive Clive Davis, left, with Quincy Jones at a pre-Grammy party last year. Mr. Davis has been helping shape the recording industry since the 1960's.

Davis's new operation with \$150 million in exchange for a 50 percent stake in J Records.

But what makes Mr. Davis's comeback most notable is that during this period, when the cost-cutting music industry is struggling with slumping sales and disaffected artists and consumers, he continues to practice his old-fashioned approach to making records — personally involved in everything from signing acts to shaping

their sound in the studio to marketing their albums.

"Every industry has its legends and Clive is one of ours," said Hilary B. Rosen, president of the Recording Industry Association of America, a Washington lobbying group that represents the largest music companies. "He is a standard-bearer for a generation of record executives who see

Continued on Page 6

# Music Industry Impresario Stages Encore

65 of 55

Continued From Page 1

themselves, as creative people and executives."

A Harvard-trained lawyer from Brooklyn whose lavish parties bear out his reputation as an opulent spender, Mr. Davis made his name and wealth representing some of the most notable musicians from the 1960's and early 1970's, when he was president of the records division of U.S. His stable included Carlos Santana, Bruce Springsteen and Janis Joplin. Later, at Arista, which he ran from 1975 to 2000, his artist roster included Barry Manilow and Ms. Houston. And if the critics are right this year, Ms. Keys is his next big Mr. who seems likely to walk away with at least one Grammy on Feb. 27. She has nominations in six categories, including best new artist and record of the year for "Songs in A Minor."

J Records, based in Manhattan, is not quite small enough to be called a boutique, although it certainly acts like one. It currently has about three dozen artists (larger labels may have 100 or more) and a staff of 94 to develop, market and advise them.

"I've never made big banking deals," Mr. Davis said in a telephone interview last week from his Fifth Avenue office overlooking the Plaza Hotel and Central Park. What he means is that he would spend \$80 million, as the EMI group did to attract Mariah Carey and then, months later, break off the deal, giving her \$49 million instead. Mr. Davis would spend the \$100 million that Ms. Houston was said to have received when she renegotiated with her former label, Arista, which is now being run by Antonio Reid, known as L.A. "She and I have a special relationship," Mr. Davis said of Ms. Houston. "She would not have asked for it."

When Mr. Davis left Arista in 2000, he said, he cut a five-year deal with BMG that allowed him to take five established performers and five newcomers, including Ms. Keys, and a handpicked management team to J Records — whose name derives from his middle initial. The team

included Charles Goldstuck, J Records's president, as well as two other seasoned executives, Richard Palmese and Tom Corson.

The arrangement also allows Mr. Davis to produce albums for Mr. Santana and Ms. Houston of Arista, if the artists requested it. Mr. Davis said Mr. Santana has done so.

The deal was the talk of the industry, not only because it would make Mr. Davis very rich, but because, to many, it looked like BMG had allowed him to strip Arista of its best artists and executives. But it was evidence of Mr. Davis's influence. Mr. Goldstuck, formerly the No. 2 executive at Capitol Records, recalled that at the time BMG struck the deal, Mr. Davis was being courted by several companies, including two technology concerns that were interested in making investments in his new label.

"We wanted the company to be a major player when the doors opened," Mr. Goldstuck said.

But BMG needed J Records, too. Like EMI's Recorded Music business, BMG has hit a rough patch. BMG's investment in 2000 in Napster, the legally plagued online music distribution system, has been a bust so far. Arista executives are struggling

**An executive can still spot talent in his fifth decade in the recording business.**

gling to keep costs under control, despite the success of some of their artists, including Pink and Usher, according to music executives based in Los Angeles. J Records, for its part, is expected to be profitable next year, with industry executives saying projected revenues could climb to \$350 million in the next fiscal year, up from \$200 million.

Of course, J Record's future is no more certain than any other label if



Clive Davis, right, with the performer Alicia Keys, center, and Jody Gerson of EMI Music Publishing after the American Music Awards.

**A new record label finds success with a diverse roster of stars and newcomers.**

It does not deliver hit records. More important, if BMG's troubles persist, industry executives in Los Angeles say that BMG may consider merging Arista and J Records. A BMG spokesman declined to comment, as did executives of J Records.

Meanwhile, Mr. Davis seems intent on simply being Clive. His careful handling of Ms. Keys is emblematic of his approach to the business. She was still relatively unknown, when she played piano and sang last year at his Grammy party, which is typically attended by almost every major recording and radio executive, and many of the industry's most famous artists.

According to Mr. Goldstuck, it was all part of an introductory campaign preceding the release last June of Ms. Keys's album "Songs in A Minor," which has been a breakthrough hit, selling 7.8 million copies worldwide so far.

In the months before the album's debut, J Records also generated buzz by showcasing Ms. Keys in 12 nightclubs from New York to Los Angeles, inviting Mr. Davis's taste-making friends who are unlikely to turn down an invitation to a party given by him. Mr. Davis also wrote a personal letter to Oprah Winfrey, sending along a tape of Ms. Keys's video, "Fallin'," proposing that Ms. Keys perform on her show. Ms. Winfrey said yes the next day.

"We knew she could eventually do David Letterman," Mr. Goldstuck said. "But it's rare for unknowns to get a shot. We knew the Oprah audience was unique."

Mr. Davis's campaign style is familiar to Andy Schuen, chief executive of the online music company Pressplay, who was the executive vice president of programming at MTV and VH1 in the mid-1990's and was responsible for vetting requests to get new acts on those networks.

"When I was at MTV, Clive would summon me to his office to talk about an artist and he would have a stack of evidence — records, tape, radio airplay sheets, other stuff," Mr. Schuen recalled. "He would make his point with all the savvy of top litigator." He was convincing to Mr. Schuen could not remember time he declined to play a video from one of Mr. Davis's acts.

What he remembered most were the speakers in Mr. Davis's office. "They were the size of Volkswagens," Mr. Schuen said. "He played a song that was just recorded that day by Whitney. I remember that. It was cool."

Which, presumably, was precisely the point.

Last week, Mr. Davis was finishing the list of artists who will play at this year's Grammy party. "I won't tell you who I am going to introduce this year," he said. But he had been fusing over it for weeks.

This much he would concede: The list includes a musician who has never performed professionally before. "I want to make sure I blow every one away," he said, a hint of mischief in his voice.



Wednesday, October 23, 2002

# COURTING CLIVE

## BMG wants to bring back ousted music pioneer

### Sweet revenge

Clive Davis was thrown to the curb by his bosses at BMG — but now he may get the last laugh. His rise, fall and rise:



1975

**HOT TIME:** Davis founds Arista Records, where he signs and produces artists like Barry Manilow (below), the Grateful Dead and Whitney Houston.

July 2000



**THE BOOT:** Arista, now controlled by Bertelsmann's BMG, shows Davis the door — but BMG agrees to launch a new venture with Davis, dubbed J Records. Among the label's new acts: Alicia Keys (top).

October 2002

**BACK ON TOP:** With Bertelsmann chief Thomas Middelhoff (below) gone, new management wants Davis back. Now it's in talks to buy out the label, wrap it into its RCA division and bring Davis back on board.



Whitney Houston

Clive Davis

### Business EXCLUSIVE

By TIM ARANGO

German executives at Bertelsmann, BMG's parent, have approached music legend Clive Davis about buying out his stake in his music label J Records. The Post has learned.

If a deal can be reached with Davis, BMG would then move to fold J Records into its RCA label to save overhead costs and give Davis a broader management role at RCA, sources tell The Post.

Sources say BMG could pay as little as \$20 million for the half of J Records it doesn't already own.

J Records was formed as a joint venture between Davis and BMG about two years ago, and boasts five-time Grammy winner Alicia Keys. Luther Vandross, Busta Rhymes and Olivia also call J Records home.

But that price would value the label at much less than the reported \$150 million pumped into the venture in 2000, reflecting both the dearth of successful acts beyond Keys and the general doldrums afflicting the entire music industry.

A spokesperson at J Records referred all inquiries to BMG. A spokesman at BMG said: "These rumors, along with speculation surrounding our Jive Zomba negotiations, have

been around for some time. BMG has held no discussions about changes to the management of J, Arista, RCA or any of its U.S. labels."

In 2000, Davis, 69, was pushed out as head of BMG's Arista label, which he founded about 25 years ago.

The move created an uproar in the music industry, because of Davis' spectacular track record and his many heavyweight friends.

Since then, top management at both BMG and parent company Bertelsmann who were responsible for his ouster have themselves been booted.

A deal to return triumphantly to BMG would be sweet for Davis.

Just months after he was ousted, Davis and BMG announced the formation of J Records. Arista has boasted such successful acts as Whitney Houston, Barry Manilow and the Grateful Dead.

Davis, a member of the Rock & Roll Hall of Fame, is invariably described as a music legend and is credited with discovering artists such as Bruce Springsteen and Janis Joplin while at Columbia Records in the 1960s and 1970s.

It is unclear what Davis' new role would be at RCA. RCA Music Group, which includes RCA Records, BMG Canada and RCA Nashville, is currently run by chairman Bob Jamieson.

# Redemption Song

In need of a hitman, BMG decides that Clive Davis, at any age, is the right choice.

BY BRETT PULLEY



Still spinning after all these years: Davis, with new and old stars Alicia Keys, Busta Rhymes, Rod Stewart, Luther Vandross.

**F**ROM A SIXTH-FLOOR CORNER OFFICE OVERLOOKING tony Fifth Avenue shops and Central Park, a stereo is blasting gut-shaking bass beats from the latest release by the rapper known as Busta Rhymes. The office is a mix of style and acoustic perfection—with a large black desk shaped like a record album cut in half and walls padded with chocolate-colored suede. The man seated behind the desk is said to have the best ear in the music business.

Just three years ago, at 66, Clive Davis appeared headed for the music-mogul pasture. The suits at BMG, the music unit of German media giant Bertelsmann, had decided they needed younger blood. After a storied career that included orchestrating the success of Aretha Franklin, Billy Joel, Whitney Houston and Carlos Santana, Davis was replaced as the head of Arista Records, the BMG-owned label that he had launched 25 years earlier.

But now BMG has done what you don't see too often in the music world—admitted a mistake. In what amounts to an acknowledgment that it never should have pushed Davis aside, BMG just paid an estimated \$100 million to buy the remaining 50% that it did not already own of Davis' two-year-old

label, J Records (it paid \$150 million in 2000 for the other half). BMG also brought him back to take control of its fallen-angel RCA label (Elvis Presley, the Dave Matthews Band). The combined entity, RCA Music Group, will have 3.4% of the total North American album market, up one-third from RCA's current share. BMG also includes Arista (performing well under Davis' replacement, Antonio Reid), and it just completed the \$2.7 billion purchase of Zomba (home to Britney Spears). It is the second-largest music company, with 17% of the North American market. The biggest, Vivendi's Universal Music Group, has a 31% chunk.

What caused BMG to decide that Davis is not so old after all? Mainly that it needed his sure touch in a lousy environment—unit sales are down 13% in the U.S., according to Nielsen SoundScan. He guided upstart J Records (named for his middle initial) to a fast start, striking gold with neosoul newcomer Alicia Keys, whose debut album, *Songs in A Minor*, has sold 9.9 million copies. He has used J Records to revive the careers of fading stars like R&B balladeer Luther Vandross and pop rocker Rod Stewart, whose recent release of classic American songs has sold over 1 million copies in the U.S. With a roster of about 40 artists, the J Records company is generating some \$200 million a year in revenues.

"The recovery [after being forced out of Arista] was so strong and so immediate," Davis says, referring to his comeback. "I consider myself fortunate that the hits did not stop coming."

In addition to what Davis would only describe as the "hand-some" sum of money that he received from BMG, he signed a deal to remain on the job at RCA for five years. That keeps Davis in place as one of music's primary arbiters of popular taste until age 74.

## Curriculum Vitae of an Ear

Born Apr. 4, 1933, Brooklyn, N.Y.

Graduate of New York University and Harvard Law School

1967-71 Named president of Columbia Records, after first serving as general counsel. Signed Janis Joplin, Santana and Aretha Franklin. Helped develop Barbra Streisand, the Isley Brothers and Miles Davis.

1972-74 Fired from Columbia amid allegations of improper expense accounting.

1975-77 Founded Arista Records. Introduced Whitney Houston, Kenny G and Barry Manilow.

1978-80 Recipient of the Trustees' Grammy for lifetime achievement.

1981 Gave \$5 million to establish Clive Davis Department of Recorded Music at NYU.

LOS ANGELES, CA  
TUESDAY 1,014,044  
FEB 3 2004



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# Clive Davis Promoted to BMG's U.S. Unit Chief

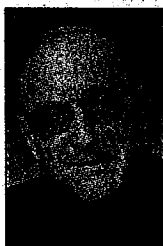
The music executive will head a reorganized division four years after the firm demoted him.

By JEFF LEEDS  
Times Staff Writer

Clive Davis is having the last laugh — again.

Davis, 70, is taking charge of Bertelsmann Music Group's entire North American record division, a sharp turnabout for a legendary executive who only four years ago was all but driven out of the company.

In his new role, Davis will pre-



Clive  
Davis



Charles  
Goldstuck

side over a broad reorganization of the division's three major record labels. He said Monday that he was ecstatic. "It's thrilling; it's emotionally very, very gratifying," he said. "The flowers don't stop coming in."

Davis' appointment as chairman and chief executive of BMG North America had been expected since the ouster three weeks ago of Antonio "L.A." Reid as CEO of Arista Records, after a lackluster financial results at the New York-based label, once one of BMG's biggest units. Davis' control will now reach beyond RCA Music Group, the BMG unit where he had been chairman, and will effectively put him back in charge of Arista, the label that he founded and sold to Bertelsmann in 1979.

In addition, Davis will oversee Jive Records, home to such acts as Justin Timberlake and Britney Spears. And Davis' top lieutenant at RCA Music, Charles Goldstuck, will be promoted to chief operating officer of BMG North America.

Davis' ascension marks the latest twist in the remarkable career of the man who discovered Santana and Janis Joplin. It also means that Bertelsmann has essentially undone almost every major management choice made by former BMG CEO Strauss Zelnick.

Zelnick — who once held the title Davis assumed Monday — was the one who forced Davis out as chief of Arista in 2000, after Davis rebuffed demands that he name a successor. Zelnick then installed Reid, a Grammy-winning producer who had delivered a series of hits for Davis, to take over the label, which has

been home to Whitney Houston and Aretha Franklin.

Aiming to defuse the uproar Davis' ouster sparked among artists, songwriters and others, BMG's management offered him \$150 million to start J Records, a joint venture label then consisting primarily of acts he recruited from his former Arista roster.

Under Davis, J Records got off to a fast start, scoring three debuts on Billboard's Top 10 in less than eight months, including a breakthrough from R&B ingenue Alicia Keys.

Meanwhile, in late 2000, Zelnick and then-BMG Chairman Michael Dornemann were shown the door amid fallout from the Davis dispute and other clashes with Bertelsmann leaders.

In November 2002, BMG's new management brought Davis back into the fold, buying out his stake in J Records and merging it with RCA, and placing him in charge of the joint operation.

Then, BMG fired Reid, who sources say had racked up heavy financial losses despite owning a top spot on the nation's pop chart with a double CD from rap duo OutKast. Reid is close to a deal to take over rival Vivendi Universal's Island Def Jam unit, according to industry sources.

Davis and Goldstuck have been on a roll since taking over the joint RCA division. Last year, they revitalized the careers of a number of aging acts, including Rod Stewart and Annie Lennox, while delivering hits from such new acts as Maroon 5 and the winners from "American Idol."

The BMG North America reorganization is likely to lead to the consolidation of several back-office operations. BMG declined Monday to discuss how many people might be laid off in the restructuring.

Davis' promotion puts him in rear of the man who discovered the planned merger with Sony Corp.'s Sony Music Entertainment is approved by regulators.

In fact, BMG's management structure now more closely resembles that of Sony Music, where a single executive, Don Ienner, an ex-Davis deputy, oversees all U.S. operations.

Davis declined to discuss specifics about the future, but said he was looking forward to it.

"You've got to be pretty jaded not to understand this is really exciting," he said. "This is a terrific shot."



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## Jamie Foxx Signs With J Records



JAMIE FOXX

October 12, 2004, 3:25 PM ET

Carla Hay, N.Y.

Actor/singer Jamie Foxx has signed a record deal with J Records. His first album for the label is due in 2005 and is expected to be in the vein of contemporary R&B.

Foxx is no stranger to music. Earlier this year, he and Kanye West were featured on Twista's No. 1 Billboard Hot 100 single "Slow Jamz." Foxx's debut album, "Peep This," released in 1994 on Fox/RCA Records, peaked at No. 78 on The Billboard 200. The single "Infatuation" reached No. 92 on the Billboard Hot 100.

Foxx has recently been the subject of Oscar-nomination buzz for his portrayal of Ray Charles in the Universal Pictures biopic "Ray," which opens Oct. 29 in U.S. theaters. He recently hosted the all-star concert special "Genius: A Night for Ray Charles," which will air Oct. 22 on CBS.

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Billboard Bits: White Stripes, Vazquez, Dionne Farris  
August 19, 2005, 2:45 PM ET

The White Stripes have made an unlikely teaming with Nickelodeon to premiere the video for the group's new single, "My Doorbell." The clip will debut tonight (Aug. 19) at 9 p.m., prior to a new episode of the series "Girls vs. Boys." It is also available for streaming on the Stripes' [official Web site](#).



WHITE STRIPES

In the video, Jack and Meg White perform "My Doorbell" before an adoring audience of children at a matinee. One lucky girl contributes to the tune on stand-up bass and at one point switches instruments with Jack, who had been playing piano. The throng chases Jack and Meg to their waiting car at the song's conclusion.

The Stripes will play tonight in Phoenix as part of their North American tour in support of the Third Man/V2 album "Get Behind Me Satan."

-- Jonathan Cohen, N.Y.

---

Mario Vazquez, a singer who made headlines earlier this year by dropping out of a finalist slot for the fourth season of "American Idol," has signed with Sony BMG's J Records label. He auditioned for BMG U.S. chairman Clive Davis, who has signed winners and runners-up from the Fox series, after the season ended.

"Mario Vazquez is a multi-talented, young American-born Hispanic singer with the voice and charisma that we've been trying to find for a long time," Davis says. "His live audition for us was truly special."

Vazquez, who cited personal issues as his reason for exiting the "Idol" season that eventually saw Carrie Underwood win in May, is at the beginning stages of recording his debut album. The set is expected out in the spring.

-- Barry A. Jeckell, N.Y.

---

Dionne Farris is finishing a new studio album, her first in a decade. The as-yet-untitled set is slated for a first-quarter 2006 release through Sanctuary Urban, label





# EXHIBIT 3

**Int. Cl.: 9**

**Prior U.S. Cls.: 21, 23, 26, 36 and 38**

**Reg. No. 2,667,811**

**United States Patent and Trademark Office**

**Registered Dec. 31, 2002**

**TRADEMARK  
PRINCIPAL REGISTER**

**J RECORDS**

J RECORDS, LLC (DELAWARE LIMITED LIABILITY COMPANY)  
465 PARK AVENUE, 37TH FLOOR  
NEW YORK, NY 10022

FOR: MUSICAL SOUND RECORDINGS AND AUDIO-VISUAL RECORDINGS, NAMELY, COMPACT DISCS, TAPE CASSETTES, RECORDS, CD-ROMS, VIDEO TAPES, DVDS, AND LASER DISCS, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 12-5-2000; IN COMMERCE 12-5-2000.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "RECORDS", APART FROM THE MARK AS SHOWN.

SER. NO. 76-111,369, FILED 8-17-2000.

GEORGE LORENZO, EXAMINING ATTORNEY

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Serial #: [76111369](#)

Filing Dt: 08/17/2000

Reg #: [2667811](#)

Reg. Dt: 12/31/2002

Registrant: J Records, LLC

Mark: \*\*\* CLEARPATH SYSTEM IS NOT AVAILABLE \*\*\*

## Assignment: 1

Reel/Frame: [2721/0724](#)

Received: 09/29/2003

Recorded: 09/29/2003

Pages: 4

Conveyance: MERGER

Assignor:

[J RECORDS LLC](#)

Exec Dt: 02/01/2003

Entity Type: LIMITED LIABILITY COMPANY

Citizenship: DELAWARE

Assignee: [BMGJ LLC](#)1540 BROADWAY  
NEW YORK, NEW YORK 10036

Entity Type: LIMITED LIABILITY COMPANY

Citizenship: DELAWARE

Correspondent: TERESA A. LEE, ESQ.  
PRYOR CASHMAN SHERMAN & FLYNN LLP  
410 PARK AVENUE, 10TH FLOOR  
NEW YORK, NY 10022

## Assignment: 2

Reel/Frame: [2721/0953](#)

Received: 09/29/2003

Recorded: 09/29/2003

Pages: 4

Conveyance: MERGER

Assignor:

[BMGJ LLC](#)

Exec Dt: 02/01/2003

Entity Type: LIMITED LIABILITY CORPORATION

Citizenship: DELAWARE

Assignee: [BERTELSMANN MUSIC GROUP, INC.](#)1540 BROADWAY  
NEW YORK, NEW YORK 10036

Entity Type: CORPORATION

Citizenship: DELAWARE

Correspondent: TERESA A. LEE, ESQ.  
410 PARK AVENUE, 10TH FLOOR  
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## Assignment: 3

**Reel/Frame:** [2722/0394](#)**Received:** 09/29/2003**Recorded:** 09/29/2003**Pages:** 7**Conveyance:** ASSIGNS THE ENTIRE INTEREST**Assignor:**[BERTELSMANN MUSIC GROUP, INC.](#)**Exec Dt:** 02/01/2003**Entity Type:** LIMITED LIABILITY COMPANY**Citizenship:** DELAWARE**Assignee:** [BMG MUSIC](#)

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NEW YORK, NEW YORK 10036

**Entity Type:** PARTNERSHIP**Citizenship:** NEW YORK**Correspondent:** TERESA A. LEE, ESQ.

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**Int. Cl.: 41**

**Prior U.S. Cls.: 100, 101, and 107**

**United States Patent and Trademark Office**

**Reg. No. 2,779,947**

**Registered Nov. 4, 2003**

**SERVICE MARK  
PRINCIPAL REGISTER**

**J RECORDS**

BMGJ LLC (DELAWARE LTD LIAB CO)  
1540 BROADWAY  
NEW YORK, NY 10036 BY MERGER J RECORDS,  
LLC (DELAWARE LIMITED LIABILITY COM-  
PANY) NEW YORK, NY 10022

FOR: ENTERTAINMENT SERVICES, NAMELY,  
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ING LIVE MUSICAL PERFORMANCES, IN CLASS  
41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 12-5-2000; IN COMMERCE 12-5-2000.

NO CLAIM IS MADE TO THE EXCLUSIVE  
RIGHT TO USE "RECORDS", APART FROM THE  
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## Total Assignments: 3

Serial #: [76111371](#)

Filing Dt: 08/17/2000

Reg #: [2779947](#)

Reg. Dt: 11/04/2003

Registrant: BMG MUSIC

Mark: J RECORDS

## Assignment: 1

Reel/Frame: [2721/0724](#)

Received: 09/29/2003

Recorded: 09/29/2003

Pages: 4

Conveyance: MERGER

Assignor:

[J RECORDS LLC](#)

Exec Dt: 02/01/2003

Entity Type: LIMITED LIABILITY COMPANY

Citizenship: DELAWARE

Assignee: [BMGJ LLC](#)1540 BROADWAY  
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Entity Type: LIMITED LIABILITY COMPANY

Citizenship: DELAWARE

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Reel/Frame: [2721/0953](#)

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Entity Type: LIMITED LIABILITY CORPORATION

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**Reel/Frame:** [2722/0394](#)**Received:** 09/29/2003**Recorded:** 09/29/2003**Pages:** 7**Conveyance:** ASSIGNS THE ENTIRE INTEREST**Assignor:**[BERTELSMANN MUSIC GROUP, INC.](#)**Exec Dt:** 02/01/2003**Entity Type:** LIMITED LIABILITY COMPANY**Citizenship:** DELAWARE**Assignee:** [BMG MUSIC](#)

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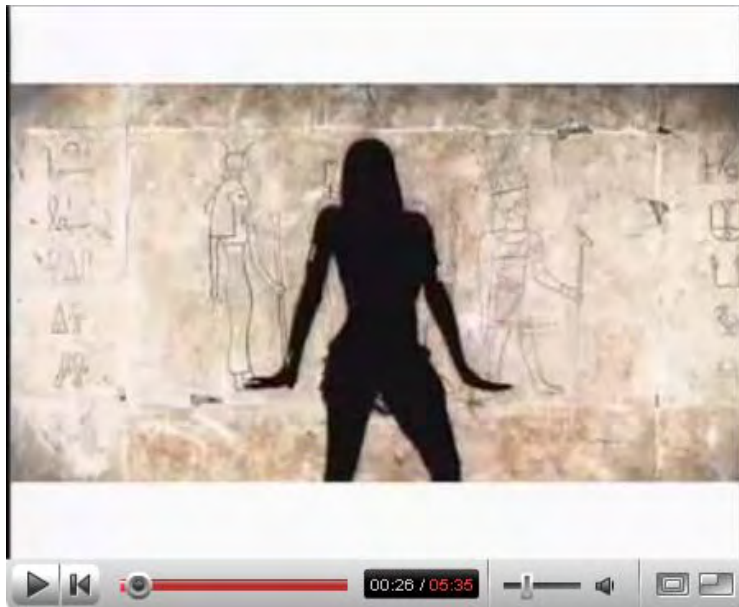
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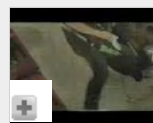
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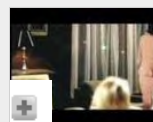
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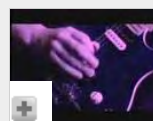
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## Lady Royale

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Name: Lady Royale  
Genre: **R&B & Soul**  
Formed: 2005  
Hometown: Baton Rouge  
Website: <http://www.j7records.com>  
[www.mp3.com/artist/lady-royale](http://www.mp3.com/artist/lady-royale)

TraxWorld: Volume I is the heavily anticipated album of Lady Royale due to be released nationally in Spring 2007. The album features multi-platinum recording artist, Mike Jones, the Don of the...

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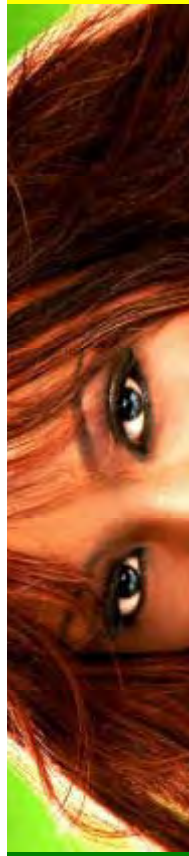



Lady Kayale

The New Sound of the South

*enter*






THE  
LADY  
The New Sound of the South

CompanyEventsRoyaleProductionStoreDiscography

Press Release



the latest news on the Lady.

04/02/07 (Baton Rouge, LA.)

5/24/07 Press Downloads **NEW!**

Commercial Radio


November 2006 marked the debut of Lady Royale's hit single, "Do You Like" in the college market. So far, the track is being played in over 75 cities. Commercial radio begins February 26, 2007.

[read more>](#)

Video Premiere

Click on the link below to see the video on YouTube.

[LADY ROYALE VIDEO LINK](#)



THE ROYALE SUITE

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